

BOS
Agenda

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PALMER & DODGE LLP

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BRENDA M. MERCURIO
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July 13, 2005

Mr. John Murray, III
Assistant Town Manager
Town of Acton
472 Main Street
Acton, Massachusetts 01720

(Service Agreement between the Town of Acton
and Wheelabrator North Andover Inc.)

Dear John:

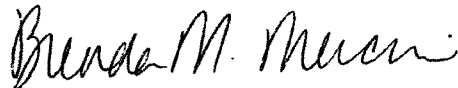
In accordance with the terms of the Service Agreement dated as of July 1, 2005 to be executed by and between the Town and Wheelabrator North Andover Inc. (the "Service Agreement") and in order to deliver our legal opinion as to the enforceability of the Service Agreement against the Town, we shall need the following town proceedings:

1. Certified extracts from the minutes of the 2005 annual town meeting showing the amount of the appropriation for the purposes of the Service Agreement.
2. A certified copy of the vote of the Board of Selectmen at a regular or duly called special meeting approving the Service Agreement and authorizing its execution by the Town Manager.

For our final opinion we shall prepare a certificate referencing the requested information for signature by the Town. We will prepare a form for this certificate upon receipt of these materials, and will also send copies of the final Service Agreement for execution by the Town Manager.

As requested, attached for your reference is the draft Service Agreement and a draft of the Palmer & Dodge opinion with respect to the Service Agreement. Please do not hesitate to give me a call at if you have any questions.

Very truly yours,



Brenda M. Mercurio

Enclosures

cc: Robert Hale (w/out enclosures)

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